

MARVEL

ULTIMATE SPIDER-MAN®

VOL
20



AND HIS AMAZING FRIENDS

"I have such love for this book... It's got excitement, emotion, action... I haven't seen the whole mutant/adolescence analogy used to this fine an effect in a long time."

— *Aint It Cool News*



Things are changing in the young life of Peter Parker: The Fantastic Four's Johnny Storm is now his buddy — and the hot-headed super hero has taken a liking to Peter's classmate, Liz Allen! But something is horribly wrong with Liz — something that will soon affect the life of every student at Midtown High — including Peter's ex-girlfriend, Kitty Pryde! Guest-starring the X-Men and the most malevolent mutant of all: Magneto, Master of Magnetism!

Plus: the return of Omega Red! And the worst day in Peter Parker's life!

Collecting *Ultimate Spider-Man* #118-122, written by **Brian Michael Bendis** (*New Avengers*) and illustrated by **Stuart Immonen** (*Ultimate X-Men*, *Ultimate Fantastic Four*).



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ULTIMATE SPIDER-MAN®

ISSUE

118



MARVEL

**BENDIS
IMMONEN
von GRAWBADGER
PONSOR**

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The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a part-time job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



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Peter Parker and MJ have gotten back together, leaving his troubled relationship with Kitty Pryde (of the world-famous mutant team, the X-Men) in shambles. To complicate matters even more, Kitty now goes to school with them and is in their class.

Over the past few months, Spider-Man and the fantastic four's Human Torch have become good friends.

Meanwhile, in a recent dramatic battle with the Green Goblin (a.k.a. Norman Osborn), Peter's best friend Harry died at the hands of his own father.

**Brian Michael
Bendis**
WRITER

**Stuart
Immonen**
PENCILER

**Wade von
Grawbadger**
INKER

**Justin
Ponsor**
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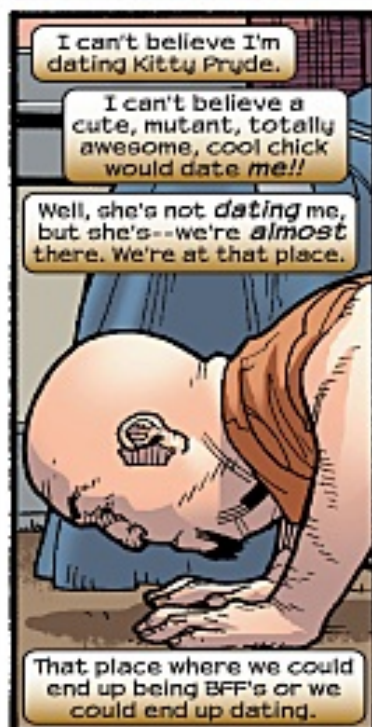




AAARRGGHH!!!

Come on!!

Thirteen!!



I can't believe I'm dating Kitty Pryde.

I can't believe a cute, mutant, totally awesome, cool chick would date *me*!!

Well, she's not *dating* me, but she's--we're *almost* there. We're at that place.

That place where we could end up being BFF's or we could end up dating.



And this is that place where I always screw up and end up being friends instead of what I really want.



Well, no more!!

Not *this* time. *This* time you're going to be a *man*!!

This time you're going to *kiss* her when you want to kiss her!!

You're going to tell her how you feel.



You're going to not be the fat ass everyone thinks you are and you're going to have Kitty Pryde as your cool mutant girlfriend.

And you're going to marry her. And that's...



Ow.

I wish Peter Parker would just confide in me that he's really Spider-Man so we could talk about her.

He used to date her. He knows her, he could help me.



But if he knew I figured out he was Spider-Man he would spaz, so I'm going to have to just respect his boundaries.



I wonder if they did it?











AAARRGGHH!!!

Come on!!
Come on!!

Stop
it!!

Who are you *texting*?
We're on a first date. You
don't *know* me. We should
be *talking*.



We should be
getting to know
each other.

But I'm getting the
feeling there really
is nothing about you
to know.

This is it:
A celeb-tard
texting.

Why did you even
ask *me* out?? Or why did
you have your *publicist*
ask me out??



You're sitting across
the table from an honest-
to-God *super hero*!!!

I'm the Human Torch!! I've been
to other dimensions, I've fought
Doctor Doom, I've had a beer
with Thor...

Who are you *texting* that
could *possibly* be more
interesting than *me*??



And I'm good-looking
and I can light my body
on fire.

Oh,
okay, they're
here.

Who?



Johnny??!!

Johnny??!!

Johnny??!!

Say
FLAME
ON!!

Come on,
say it!!

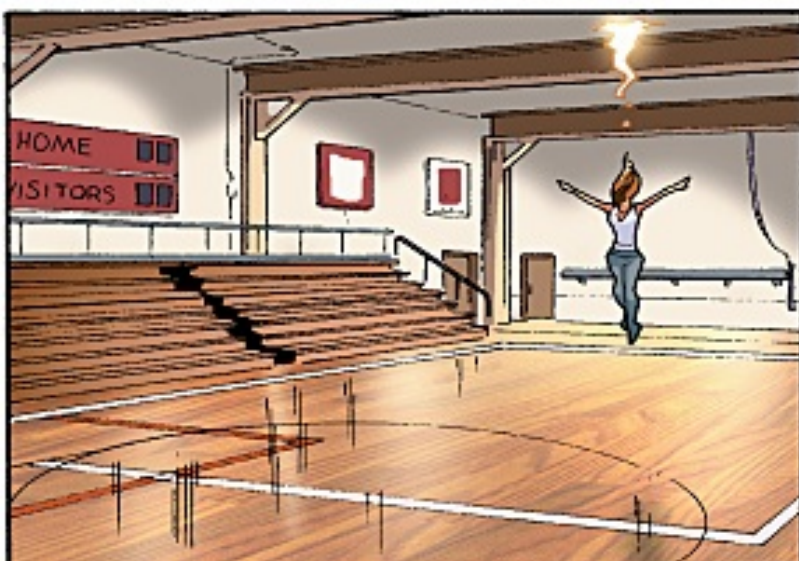


Johnny!!

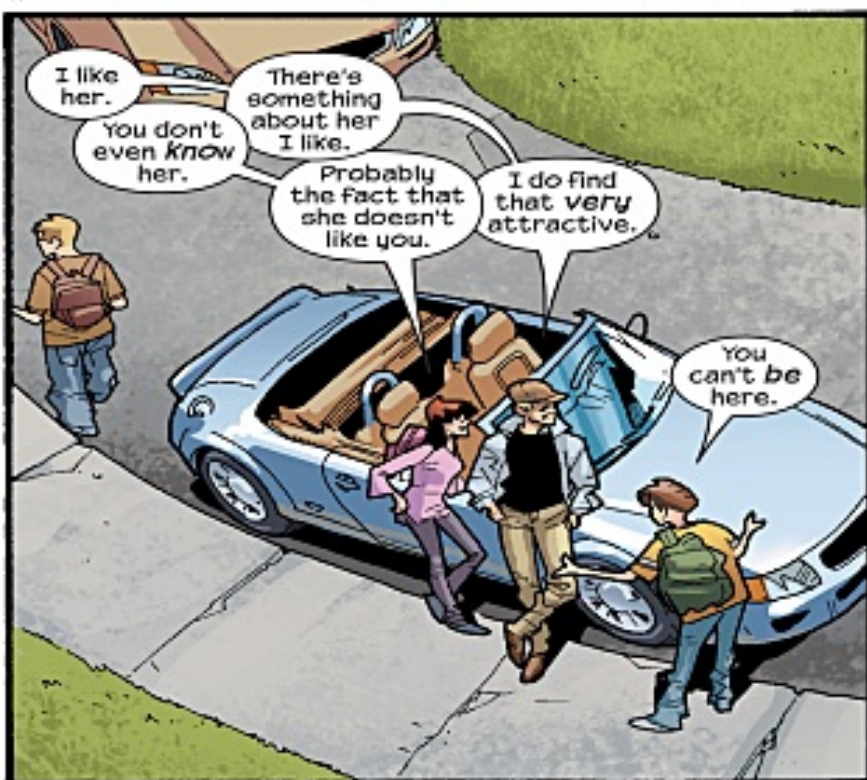
Johnny!!

Kiss
her!!!

Canoodle!!

















Hey, Liz?
Liz??
It's me!
Johnny!



Uh, hi.
Hey listen, I
know I freaked you
out last time we hung
out. I know, but--but
can I--hey, can I
talk to you?

I don't--
I don't think
I feel well.

Oh.



Um--



Yeah?

And I was
wondering if
we could try
again.



No powers,
no Fantastic
anything. We'll
all go out.
The group.

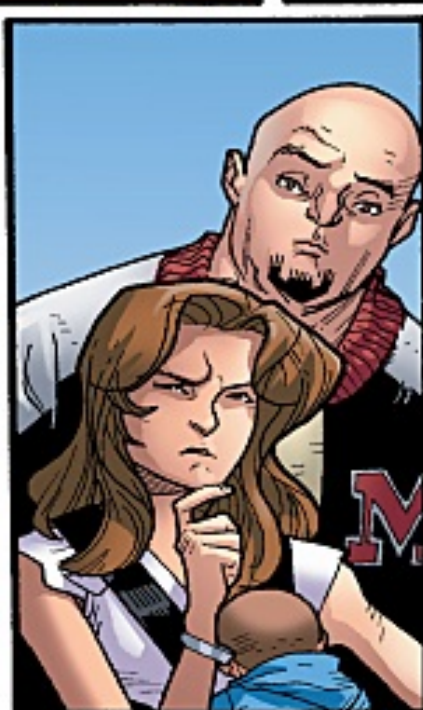


I don't
know.



I'll beg.
I will.









Any of you guys ever see the movie *Billy Madison*?

What? No, the one with Adam Sandler.

About the boy who dances?

I've seen it.

I had a dream last night where I was stuck in that movie.



Stuck in it?

I was in it and I couldn't get out.

That's a terrible movie.

I didn't say it was a *good* dream.

Hey, any of you guys hear anything about Nick Fury?

Hey, guys, don't...

What?



Not in front of the civilians.

What?

Don't talk about that stuff in front of them.

They can't hear us.

Please.

You should just tell them who you really are.



You're right, I should. No, wait!

You're wrong, I shouldn't.

You should.

I really shouldn't.

I hate Nick Fury.

I have mixed feelings.

That eye patch freaks me out.



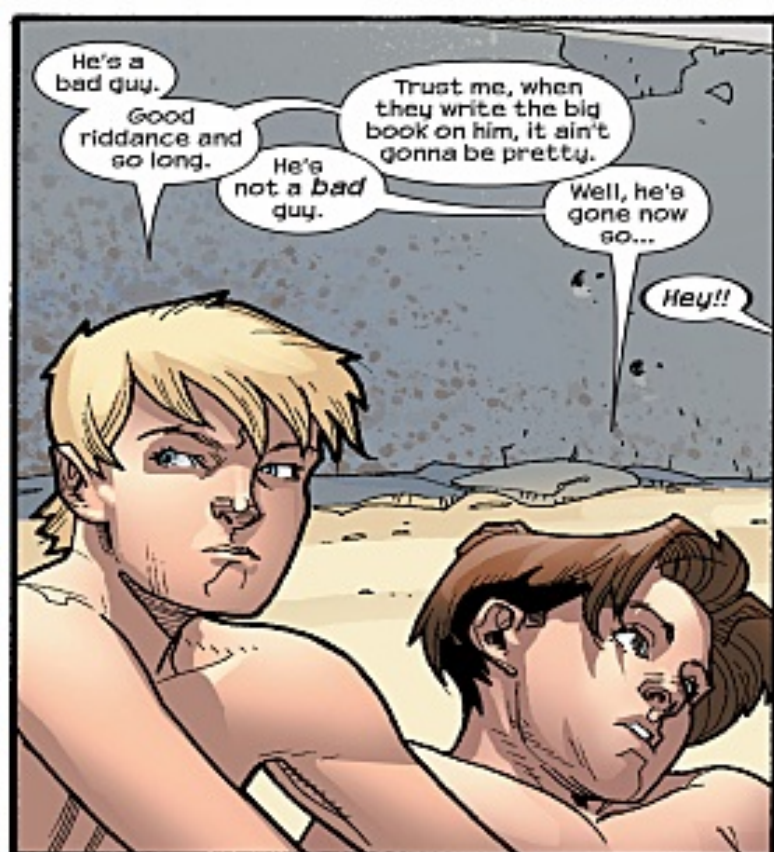
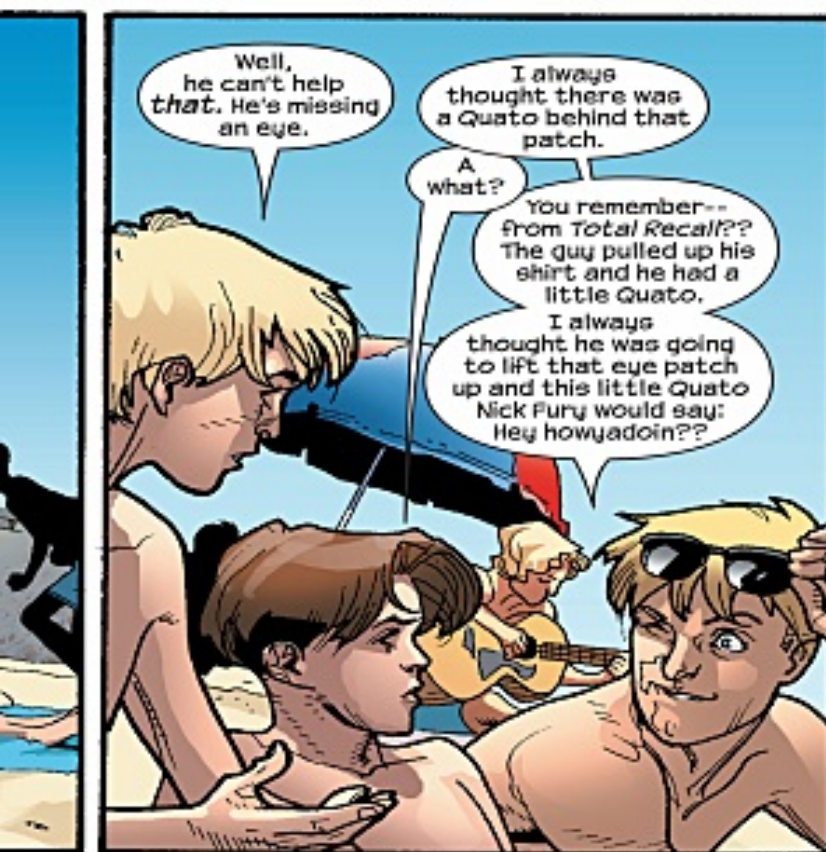
You guys comin' in??

Nah!

There's girls here.



Oh yeah...











To be continued!

NEXT ISSUE!



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Over the last few months, Peter and Johnny Storm—who just happens to be the Fantastic Four's Human Torch—have become good friends.

Kitty's ex-classmate and ex-boyfriend, Bobby Drake, a.k.a. Iceman, has stopped by to visit Kitty on the same day that Johnny gets everyone together for a night out at the beach.

Johnny has a thing for Liz Allen, Peter and MJ's friend, and while they are gathered around a bonfire, Liz, a long-time "mutant-phobe," bursts into flames.

In shock, but not in pain, Liz Allen has powers...

**Brian Michael
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Okay,
Fine!!

Normally it's
all fine and good—
you want to pretend
we all don't know who
you *really* are...

...but
now *she* needs
your help, man.
Your-your, like,
expertise.

Kenny...

We've been in class
together, all of us, since
second grade.

Our
whole
lives.

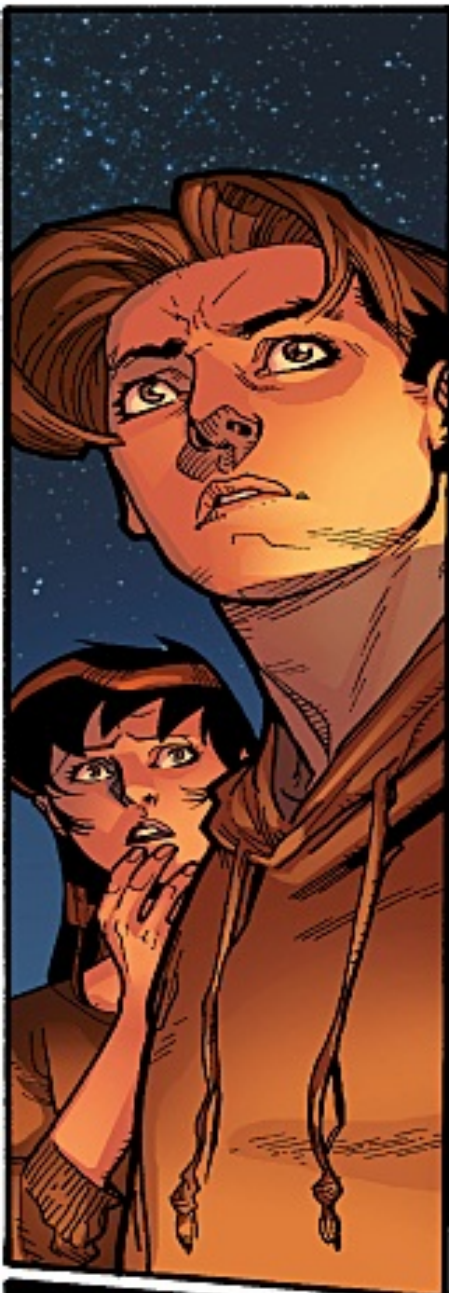
And she
needs your
help.

I don't care
how—you have
to go do it.

If you want
me to say something
in code, like: "you should
tell *Spider-Man* to go
help her," then Fine.

Boy, I wish
someone would go tell
Spider-Man to help out
his lifelong friend who's
going through some
majorness that, like, *only*
he could help her
deal with.

RODTOWN HIGH





Agh.
Nnnnaa!!



Just try to stay calm!!

I don't know what's *happening* to me!! I-I don't know how to do this!!

I've so been there!!

Point your head!!

What?!!



Point your-

Y!!!!

Whoa!! Point your head in the direction you want to fly!!



There you go.

It'll keep you flying straight!!

You tend to lean your body the way your head is pointing.

How-how do you *know* that?!!

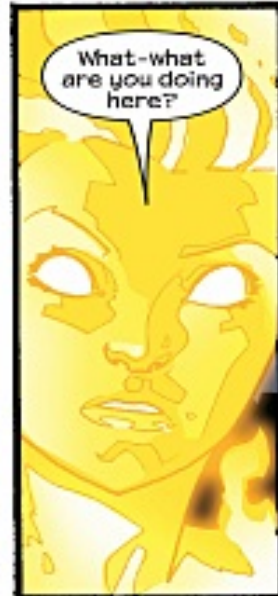


I go to school for it!!

Okay, okay. I want to stop.
Then stop.

I don't know how.











I don't want to—come on!!

I-I just don't know if I want to—I don't know.



Super hero is a pretty good gig.



Super hero???

Johnny Storm turned me into some *freak* and now I have to go and be a—

Honestly, I think something like this was going to happen to you either way.



You might have touched *me* and turned into Ice Girl or something.

You, maybe, launched your powers based on what was around you at the time.

That happens.



Okay.

You—you want we should go find your *mom* or something??



My mom?? What's *my mom* going to do?



Well, you'll have to *tell* her.



Hey.



Why?? Why can't I just... *be*??!!



You can.

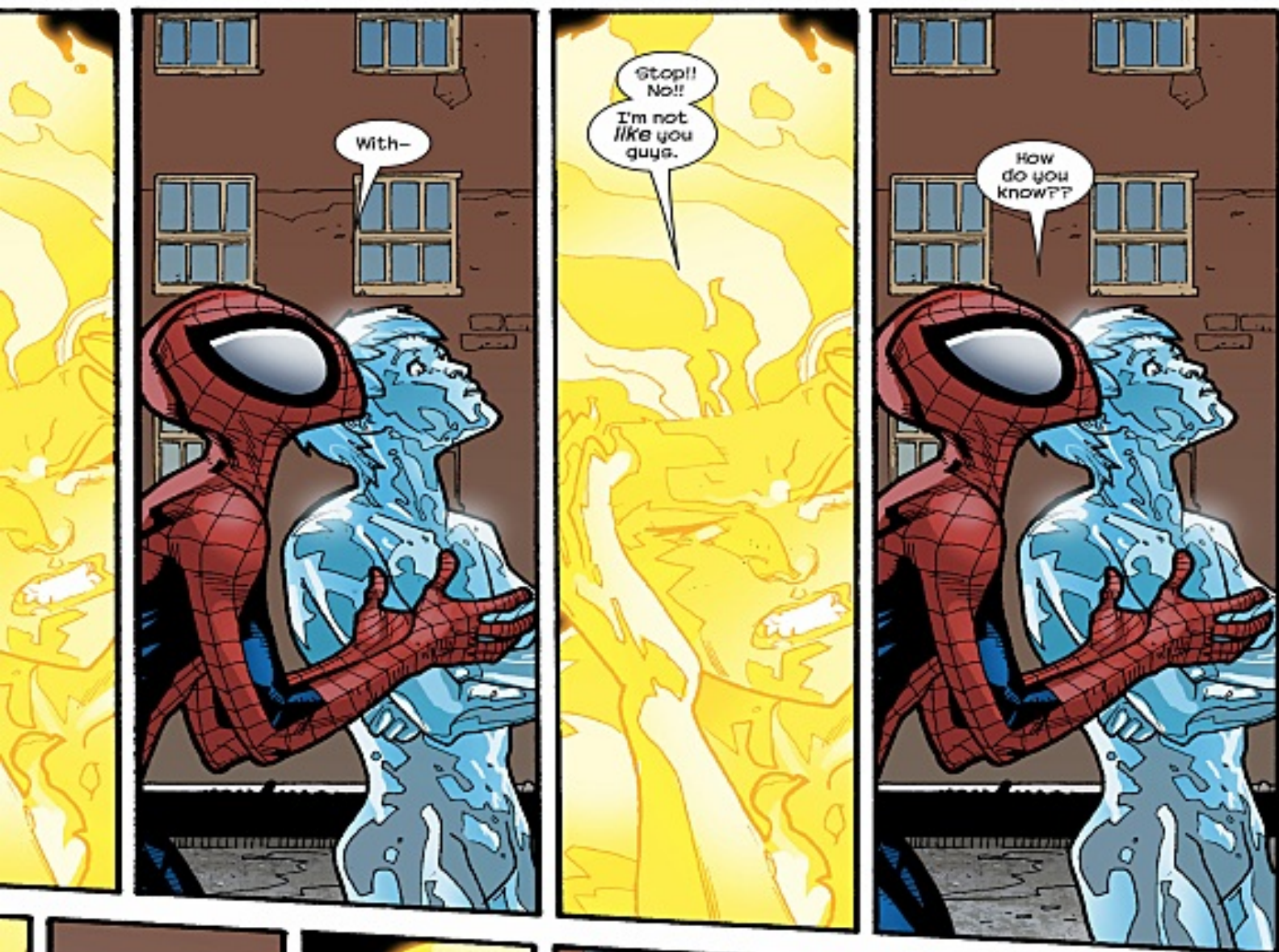
You so can.

But—



Here comes the "*but*"...





**IF I
CAN DO
THIS!!**

That was a
very strange
conversation,
even for me.

I totally
saw her
naked.

So you're just
going to fly around
all day?!

No!!

Just until I
get bored or slam
into something by
accident!!

You have
a gift!!

Whichever
comes first!!

Yeah, I
know!!

Use it for
something!!

Okay!!

Just give me
a minute to enjoy
this. I'm not like
you, I don't--

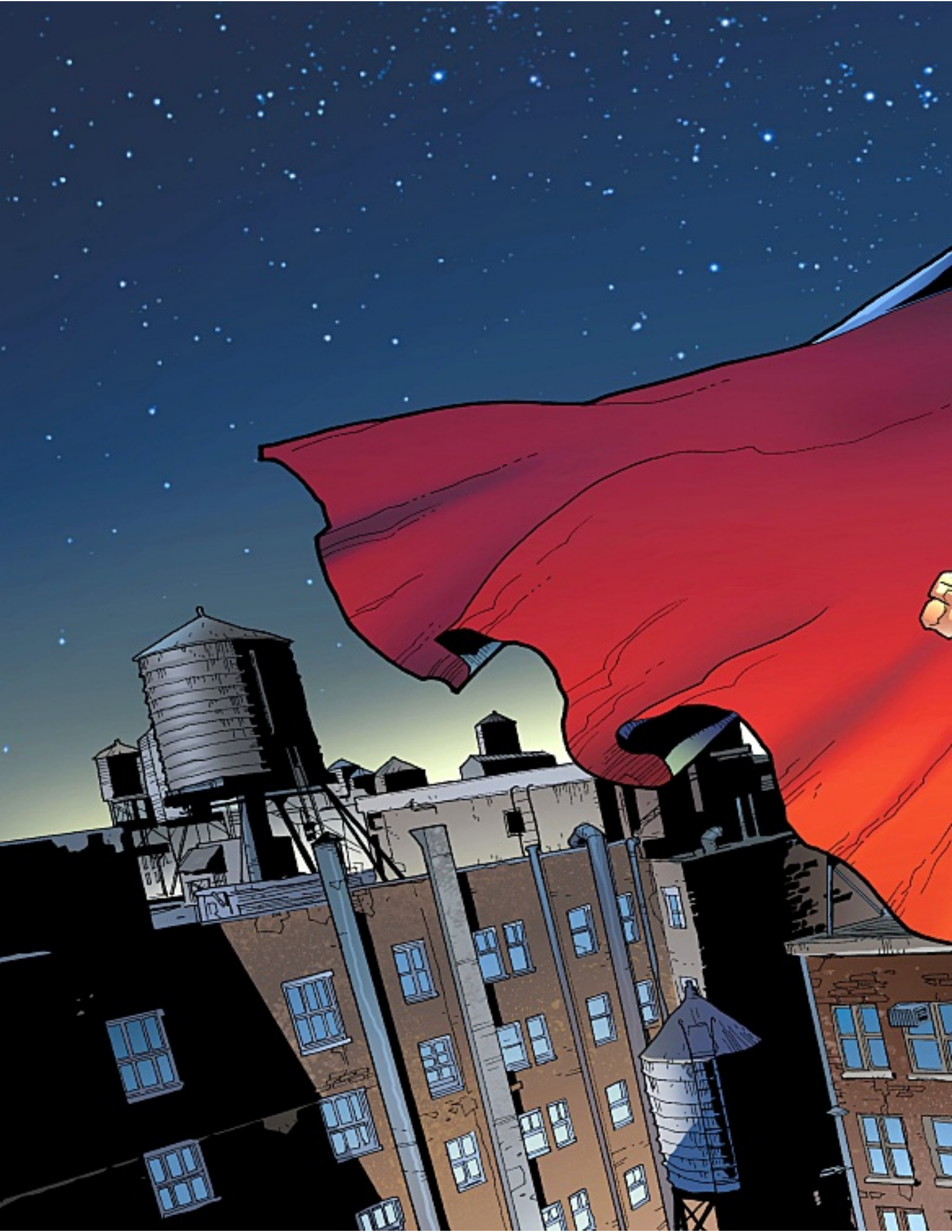
Whoa!!

Careful!!

Hey,
so we know
each other,
right?

I mean,
you really know
who I am.







Destiny,
my child.

To be continued!

NEXT ISSUE!



ULTIMATE SPIDER-MAN®

ISSUE
120



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Kitty's ex-classmate and ex-boyfriend, Bobby Drake (a.k.a. Iceman) and Spidey's pal Johnny Storm (a.k.a. the Human Torch) have stopped by to visit. During a beach party later that day, Liz Allen, a longtime "mutantphobic," suddenly bursts into flames!

Not in pain, but strengthened, Liz Allen has powers.

Peter donned his Spider-Man costume and tried to help Iceman calm Liz down and help her deal with this shocking transformation.

All three were then stunned when Magneto, mutant master of magnetism and a notorious terrorist, appeared -- and stated he was there for Liz!

Note: This story takes place after the events of Ultimate X-Men #93.

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Ms.
Allen...

...it is long
past time for you
to discover *who* you
are and *where* you
came from.





This concerns you not one bit... and I refuse to engage in a fight with a *child* so below my power set.

Go home, young Mr. Drake.



What does he want from me???

I don't know but, rule of thumb, when a mutant terrorist comes knocking at your door...head for de hille!!

Or you could wait one minute and find out what he wants.



It's about your fath-

SPAK

Let's go!

Wait, what?



Aren't you at all curious who your Father is, young lady??

Why you are the way you are?

Yipes.



I'm telling you, GO!!!

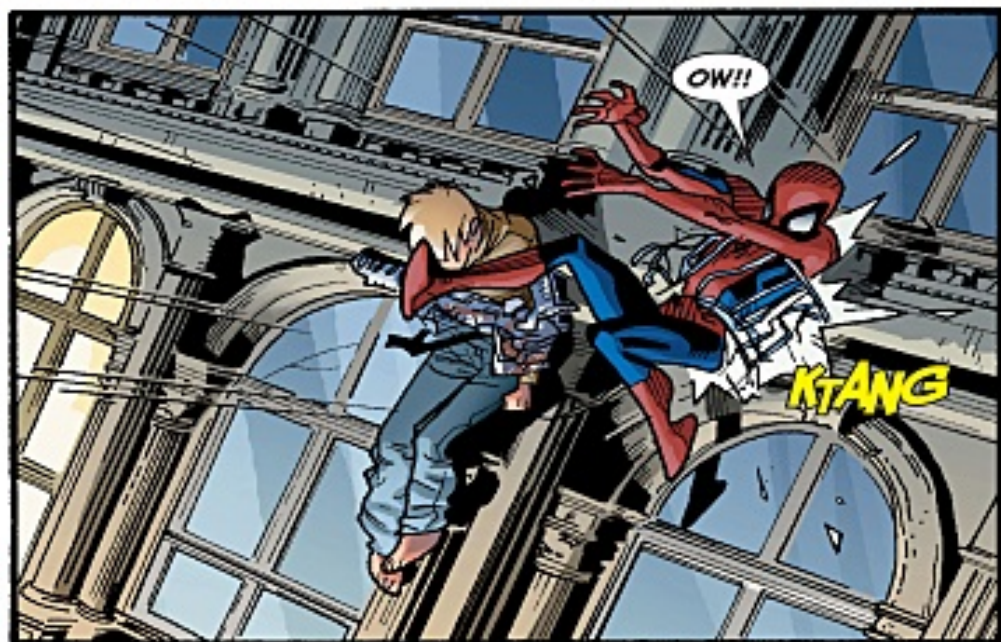
This guy is nothing but-

You're not letting me talk.



Run!

















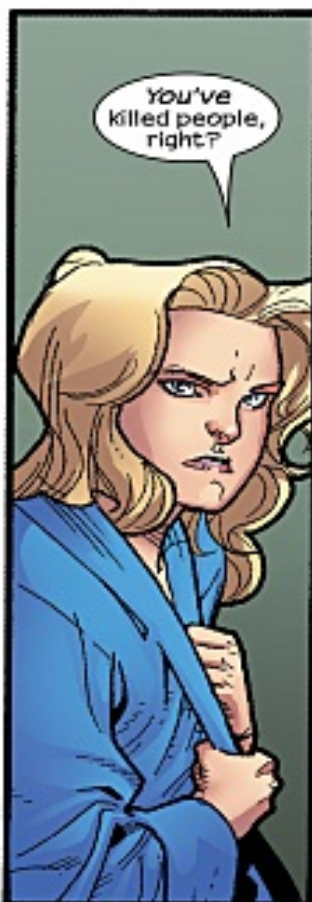


Liz,
X-Men, X-Men,
Liz.

Liz, these
are the *good*
mutants.

You might
want to get
behind them,
like, right
now.

Get
away from
her, Erik.













What's going on with you and what happened to Harry are two completely different things.

Oh my God.

Oh my God!!

Oh my God.

The reason I pulled the mask off is I wanted you to believe that I know a little something about what's going on here.

And I can help you.



That's why you hate Kitty, she was and he was--

Liz, focus.



You!! The-the whole time with this??

Yeah.

Wow, I did not see that at all.



Well, we've known each other since we were babies. Since second grade.

And this, what's going on with you tonight...this is *big*. This is as big as it gets.

I've been through this. This is scary.

I didn't burn my clothes off, but it was still scary.



Wow. So you, Harry...

I was the only one at school without powers.

You can't tell anyone, Liz.

Ever.

Oh, I know.

Okay.

Ever ever, as long as you live.



Okay. I promise.

But, okay, what do I do now?

You come with me.



You need to train. You need to be safe for a while. You don't need Magneto crawling up your nose again.

I should just go to school with the X-Men.

For a while. If you like it, stay. If not... you do what you gotta do.

Wow.



So I leave home. I leave school.

You gotta learn how to do what you do.



Exactly, and these are the guys to do it. They're the guys.

The others think Magneto is going to go get your father and come look for you.

If you don't want any part of that...let's go and get out of here.



Well, I'm not going home ever again.

My stupid mother.

You know...you grow up without a father-- you have, like, these fantasies and stuff in your head-- and to find out *this*!



Oh, I know.

Hey, imagine if your evil dad was, like, in your life the whole time. That sounds way worse.



Okay.

Okay!!

I'm going to need some clothes.

Oh yeah, and you'll get a uniform that won't burn off and everything.



The Savage Land. Years Ago.

Erik,
can-can I talk
to you?

Erik is the
name humans
gave me.

Magneto.
Really? You're
sticking with that?
You want me to *call*
you Magneto.

You'll
get used
to it.

Um, okay,
see...

The last time
I went for supplies.
I-I got in touch with
this chick I used to
hook up with when I
was working at
the circus.

When you
were a *circus*
freak called
the Blob.

Well, yeah,
anyways, I was
just calling to say
wassup and, um,
well, she's had
a kid.

And...it's
yours?

Well,
yeah.

And this girl...
was she in the
Freak show
with you?

What? No.
No. It's just a girl
I met. In the
audience.

A
human?

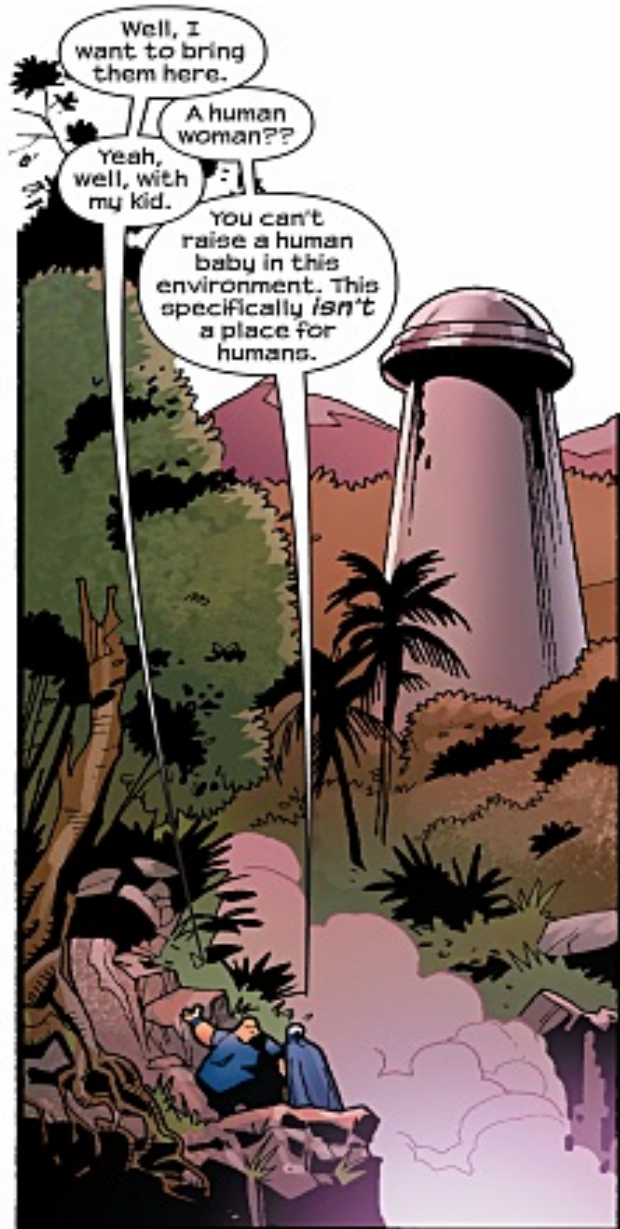
Yeah, I mean,
I think so.

You and a
human girl?
Really?!!!

Hey man,
that happened
all the time.

That's show
business.

And you
want to ask
me what?



Well, I want to bring them here.

A human woman??

Yeah, well, with my kid.

You can't raise a human baby in this environment. This specifically *isn't* a place for humans.



Yeah, but...it's my kid.

No one's keeping you here, Franklin.

Go back to your circus. Go back to little kids throwing food at you and laughing at you.

To people gasping in horror at you because you don't look like *them*.



You go ahead and leave this place where you're an equal for the first time in your life.

Where you're a member of the new Great Society. Go ahead.

What if the baby's a mutant?



Then we bring him here.

Her.

Her.

We'll bring her here if that's what she wants.



Xavier's here now, the citadel is almost up and running.

This is our time. *Your* time. We've all made sacrifices for this.



Your child would *die* out here.

What we're planning...

...is so much more than anything a family could give you.

But if something happens to me between now and then...



I will find the girl.

Mutant or not. I will find her and tell her who her father is and what he sacrificed.

You have my word.



I have a daughter.

Next: The absolute worst day in Spider-Man's life... EVER.

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Recently, Peter and MJ's friend Liz Allen discovered she was a fire-powered mutant and accepted an invitation to join the X-Men.

Over the last few weeks, all the students in Peter's class have been struggling with an assignment to care for an animatronic infant. As part of this project, Kitty and Peter have teamed up as parents.

Months ago, Spider-Man defeated an albino mutant assassin named Omega Red who was mysteriously linked to an ongoing concern with the enigmatic Roxxon Corporation.

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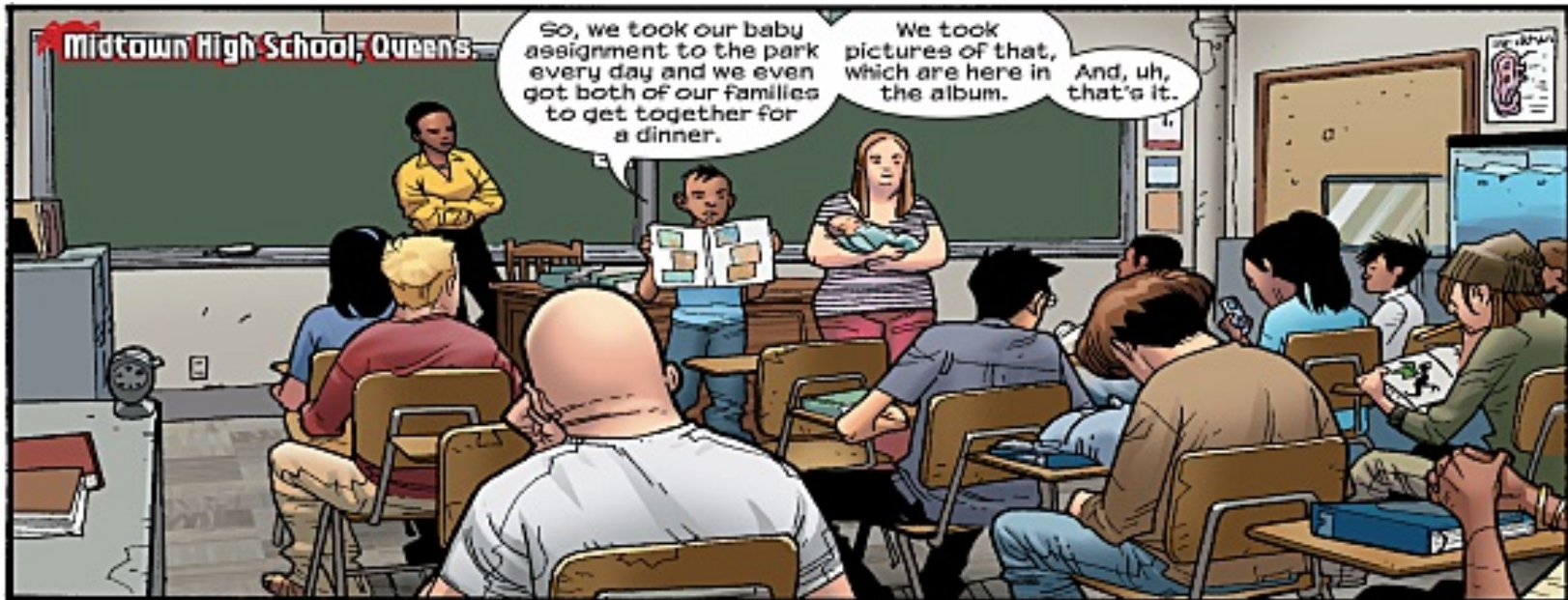
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So, we took our baby assignment to the park every day and we even got both of our families to get together for a dinner.

We took pictures of that, which are here in the album.

And, uh, that's it.



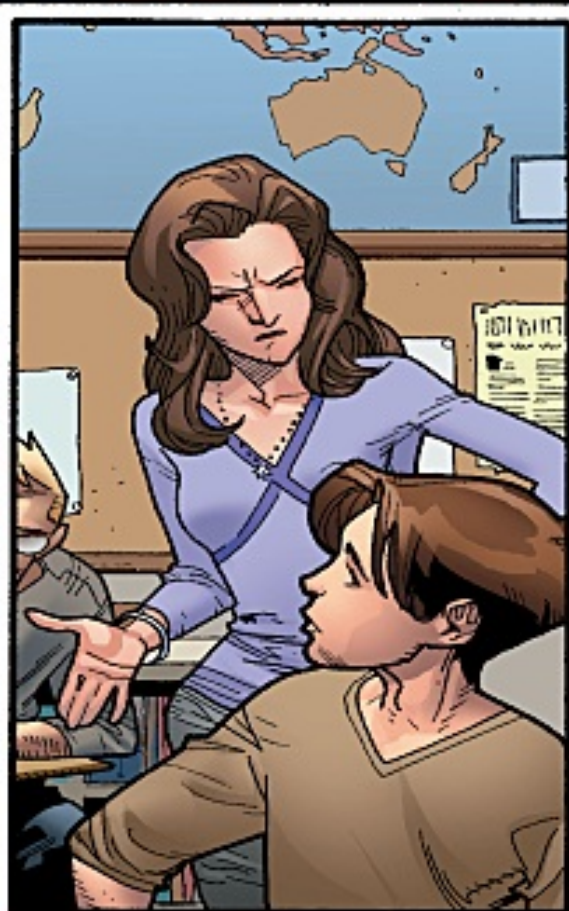
Excellent job, Julio and Alison. That is an A.

The photo album was a nice touch.

Okay, next?

Peter Parker and Kitty Pryde.

Let's see what you got...



Mister Parker?

Miss Pryde?

This is a big part of your grade. Let's go.



Um...





So, uh, something happened...

He killed our baby!

I didn't--

Baby's dead. He killed it.



Well, I assume your parenting journal has a *whopper* of a story for me...



Actually...

He *destroyed* that, too.



Do tell...



Well, up until yesterday, everything was fine...

I swear...

18 HOURS AGO.

Fine, of course,
being a relative
term around here.



You dork.

It worked.

It did work.

Just want to cheer you up, MJ.

It's ice cream so eat fast.



Have you heard from Liz?

I don't think I'm going to.

You might. They do have phones at Xavier's school.

I know. But--but I--I think she's gone.

We've been friends since second grade. And now she's gone.

Yeah.



It's weird. School with no Liz Allen.

Well, we're eventually *all* going to different colleges and stuff.

Yeah. But we know *that*. This was sudden.

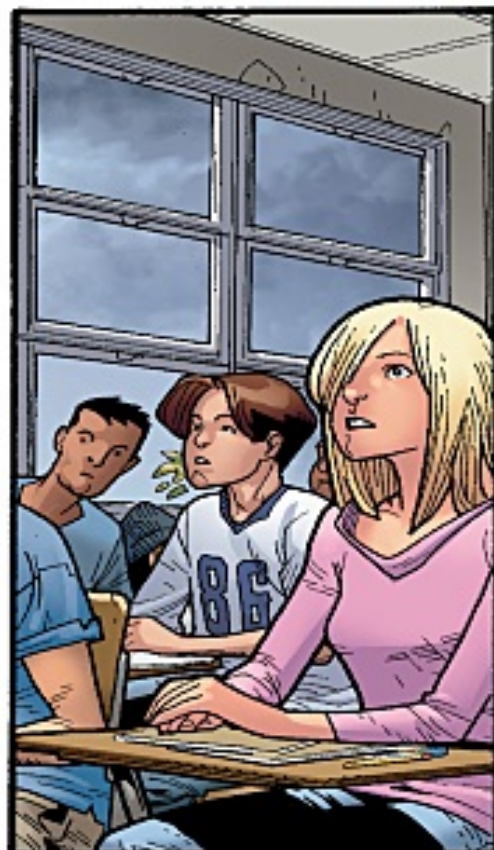
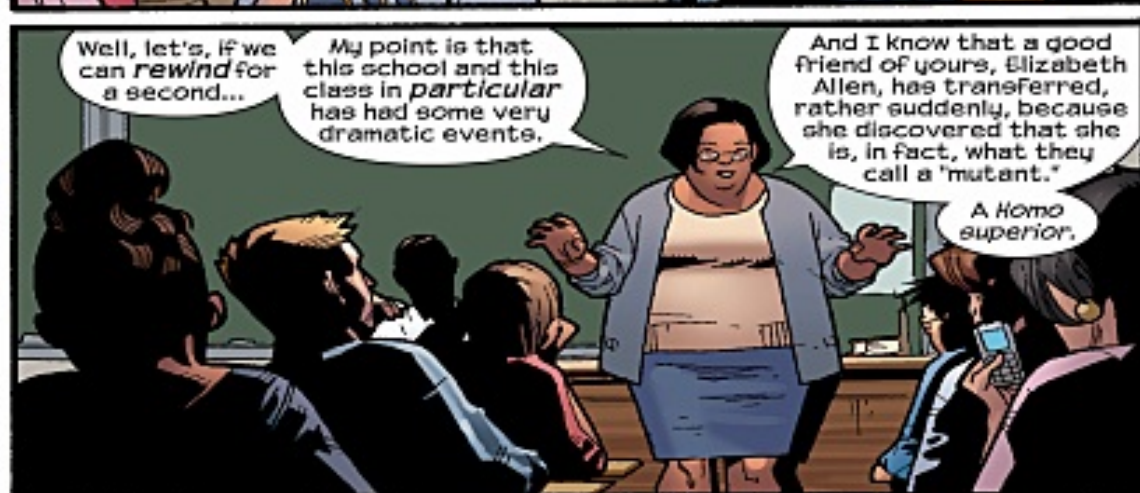
Sudden it was.

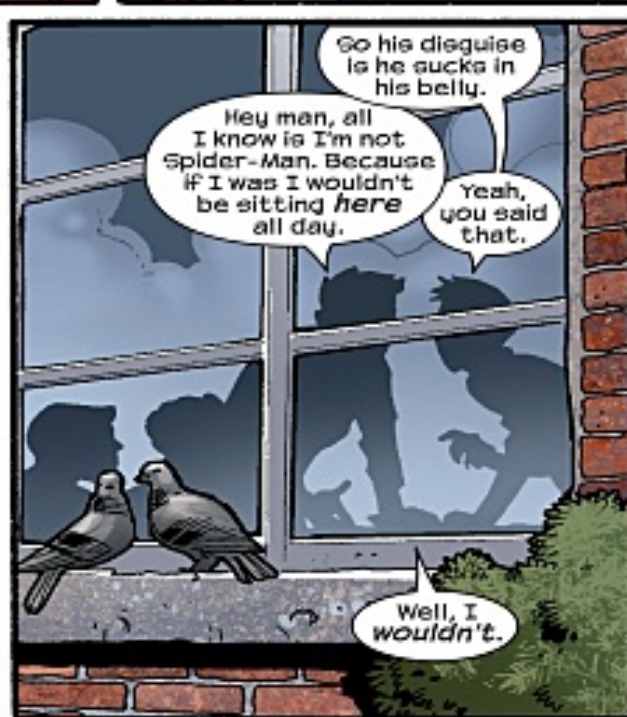
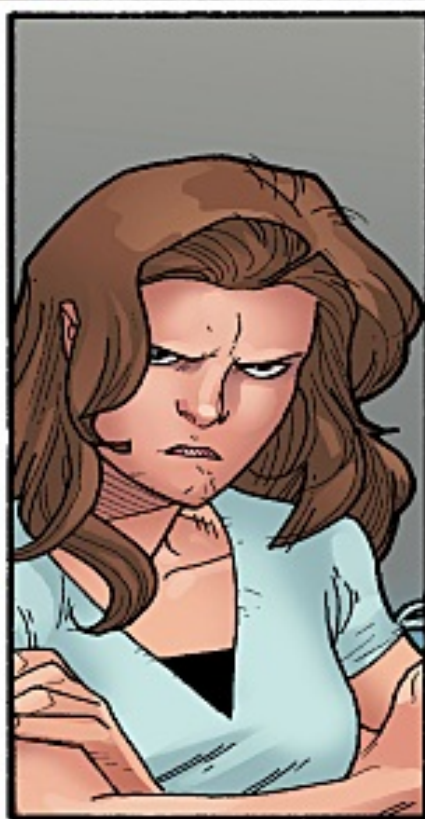
Hey!

Hey.











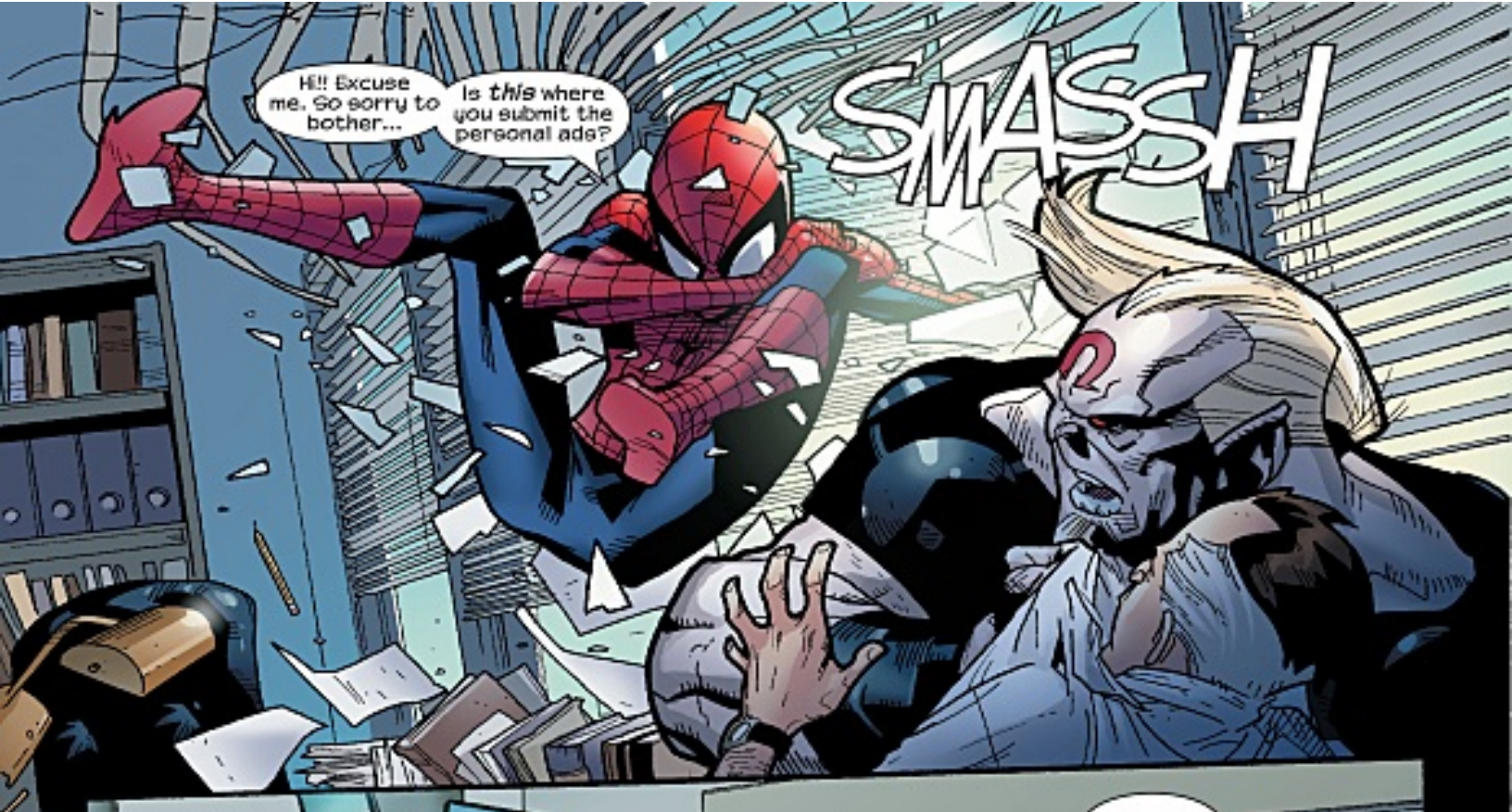












Hi! Excuse me. So sorry to bother...

Is this where you submit the personal ads?

SMASH



Uh, did you hear--?



How-how--??

I have one!

SWIM with spider-powers looking for one damn day where he doesn't have to deal with some costumed loony-toon.

How did you find me??



Jonah?

Uh, should we--



Of all the goofball nonsense in your life that brought you to this place, dressed like that, with that hair...

...the one thing you're questioning is me?



Really?

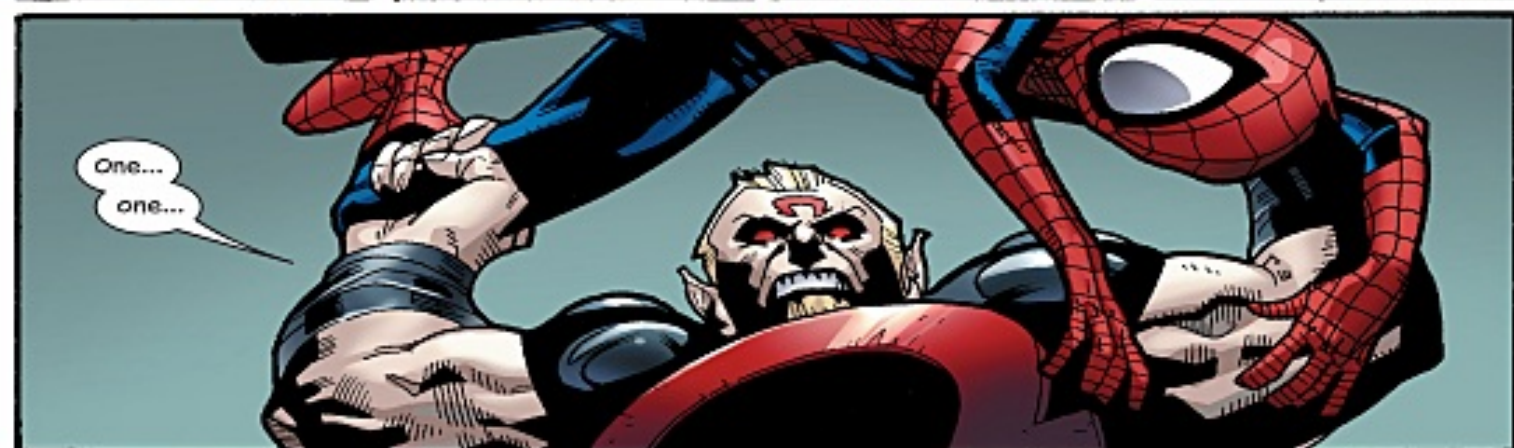
Jonah??

Go imagine you're at work, in a building with, you know, pretty decent security...

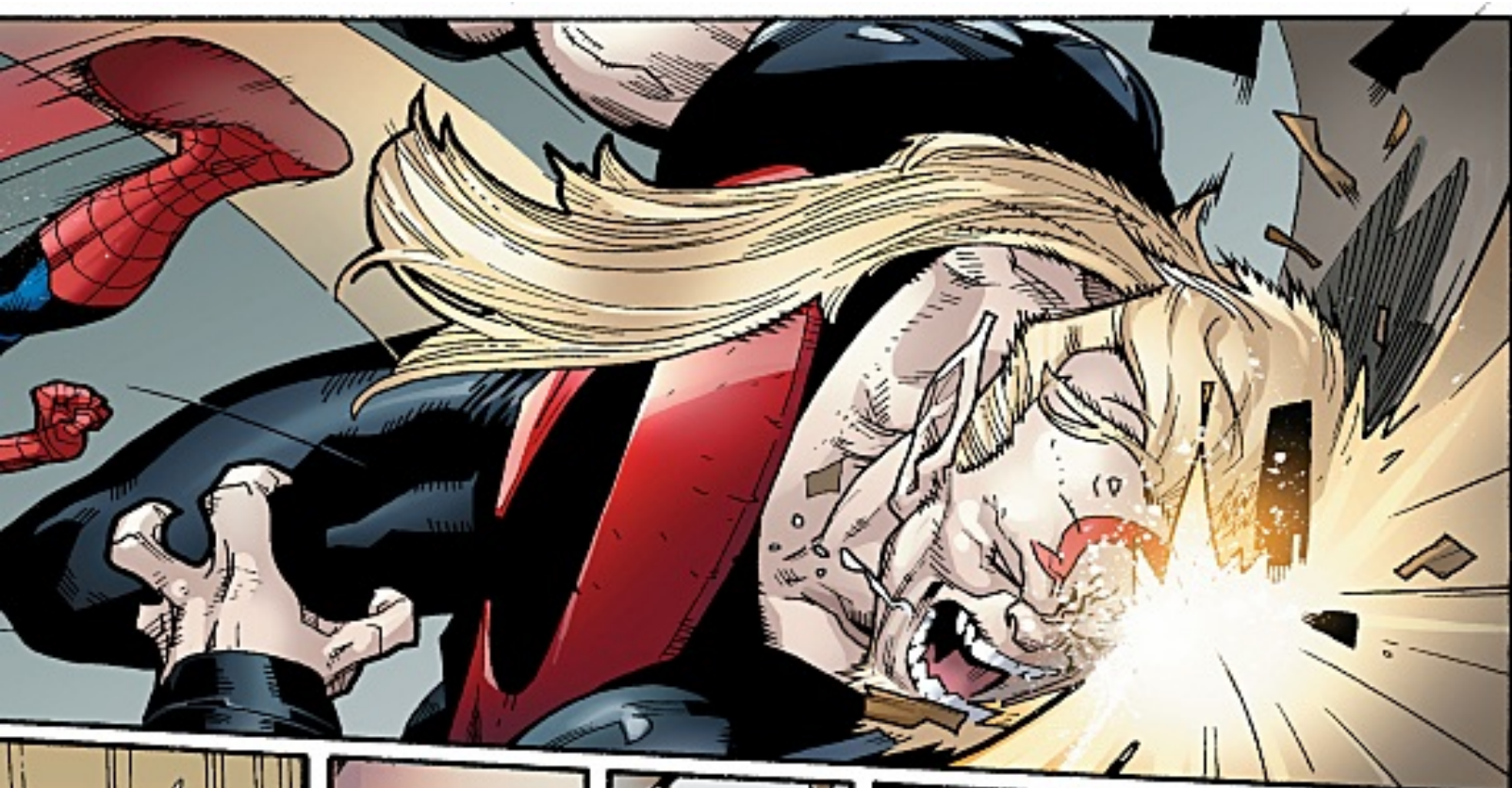




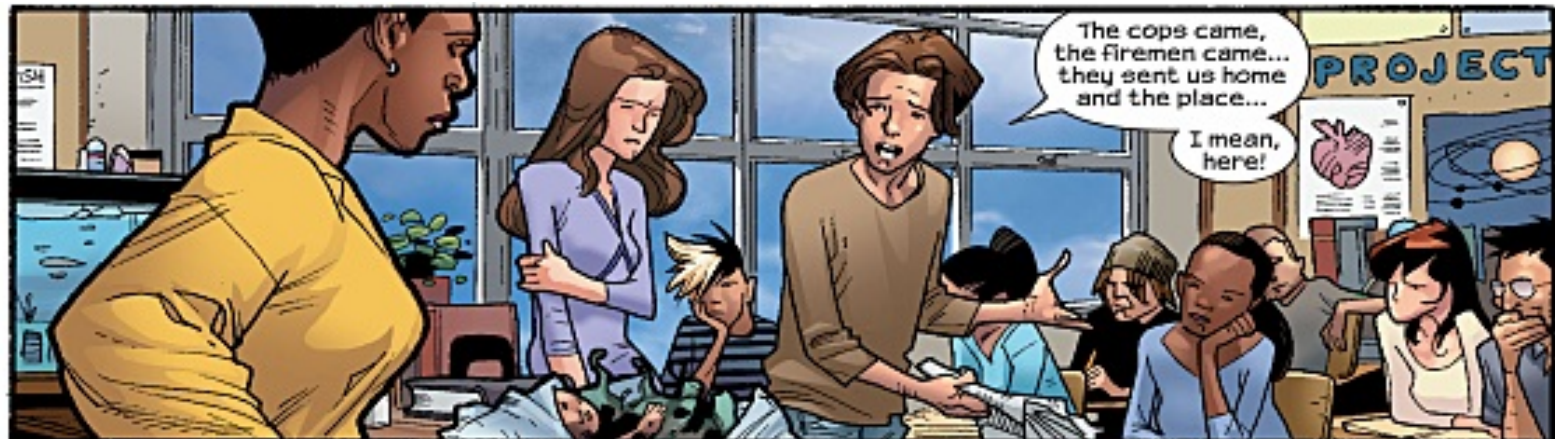






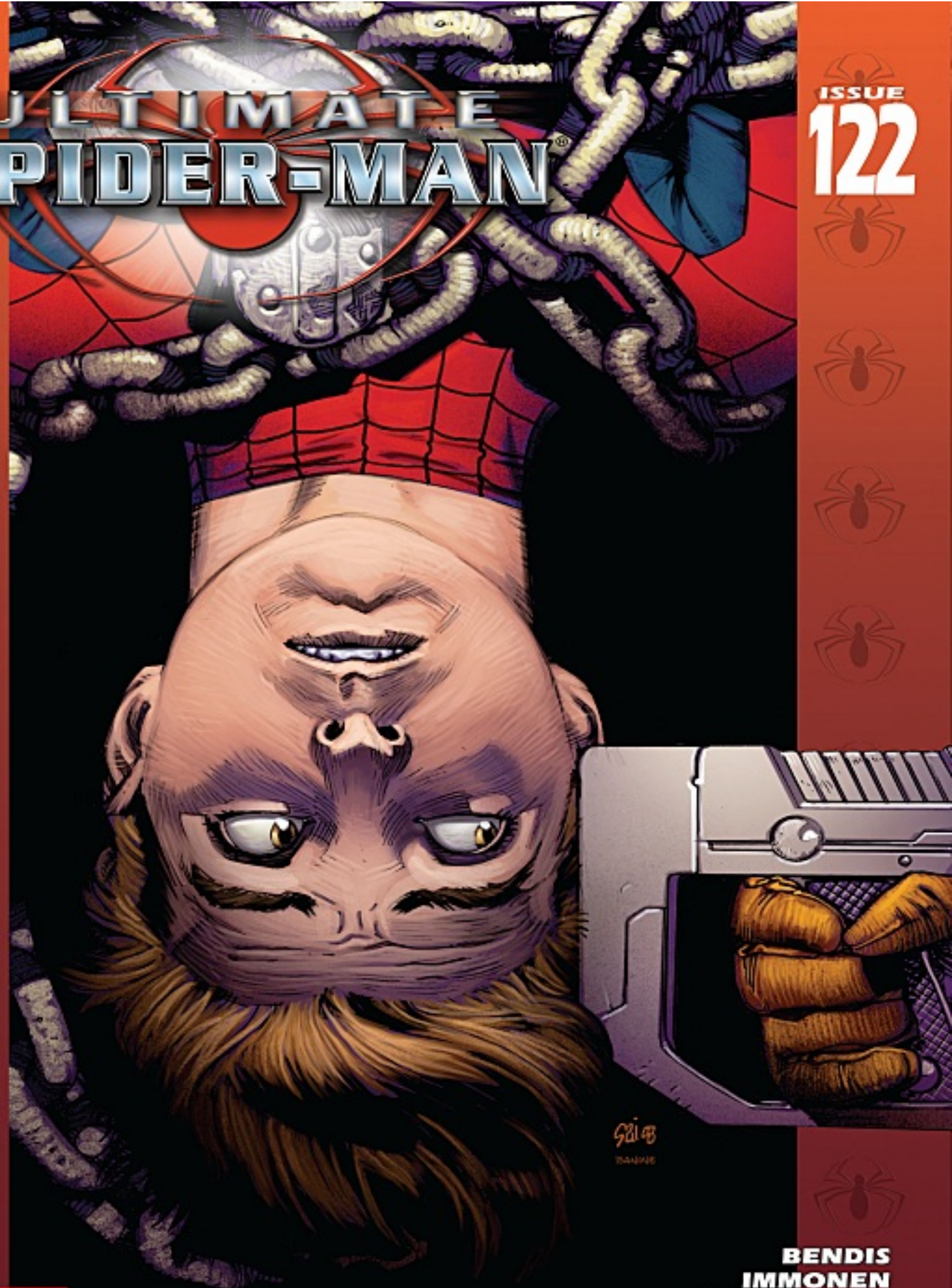






ULTIMATE SPIDER-MAN®

ISSUE
122



MARVEL

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The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high-school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



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Peter Parker and Mary Jane have gotten back together, leaving his troubled relationship with Kitty Pryde (of the world-famous X-Men) a shambles. To complicate matters even further, Kitty, who was kicked out of the X-Men, now goes to school with them!

Over the course of his young super-hero career, Spider-Man has had numerous run-ins with a low-rent bad guy who calls himself The Shocker. Each time, Spidey has easily defeated The Shocker and his trademark vibroshock units.

But today it's a different story...

**Brian Michael
Bendis**
WRITER

**Stuart
Immonen**
PENCILER

**Wade von
Grawbadger**
INKER

**Justin
Ponsor**
COLORIST

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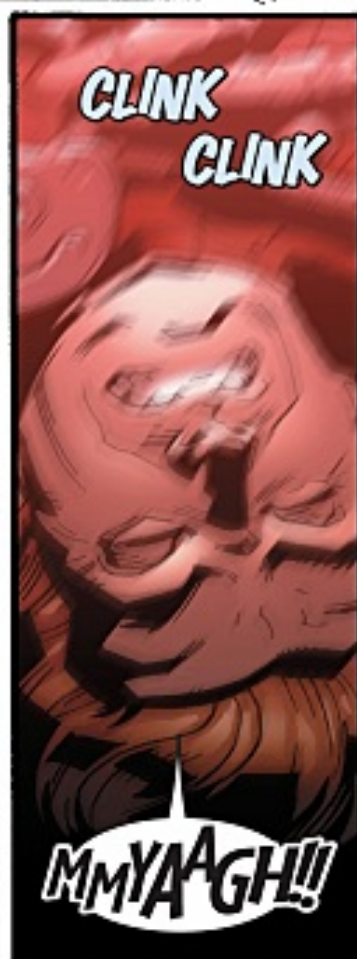
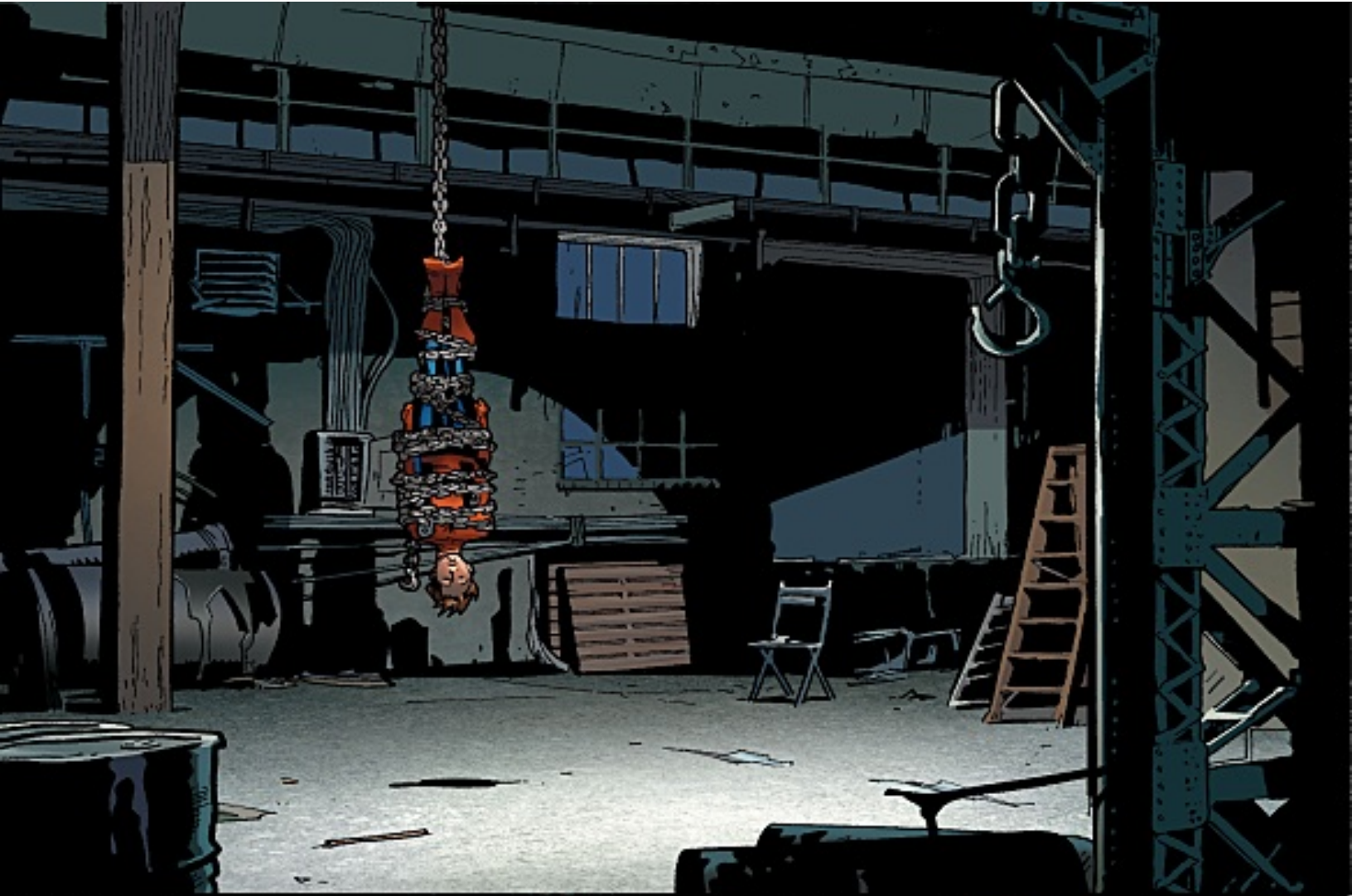
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**Joe
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EDITOR IN CHIEF

**Dan
Buckley**
PUBLISHER

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Hi, this
is Mary Jane
Cr--

• REC



• REC



Watson!!
Watson. This
is Mary Jane
Watson!!

Damn
it!!

• REC



Seriously?

Damn
it!!

You do have a
higher grade point
average than me,
and yet I know my
entire name.

Peter.
Then
Parker.

Peter.
Parker.

• REC



Okay,
give it
a--

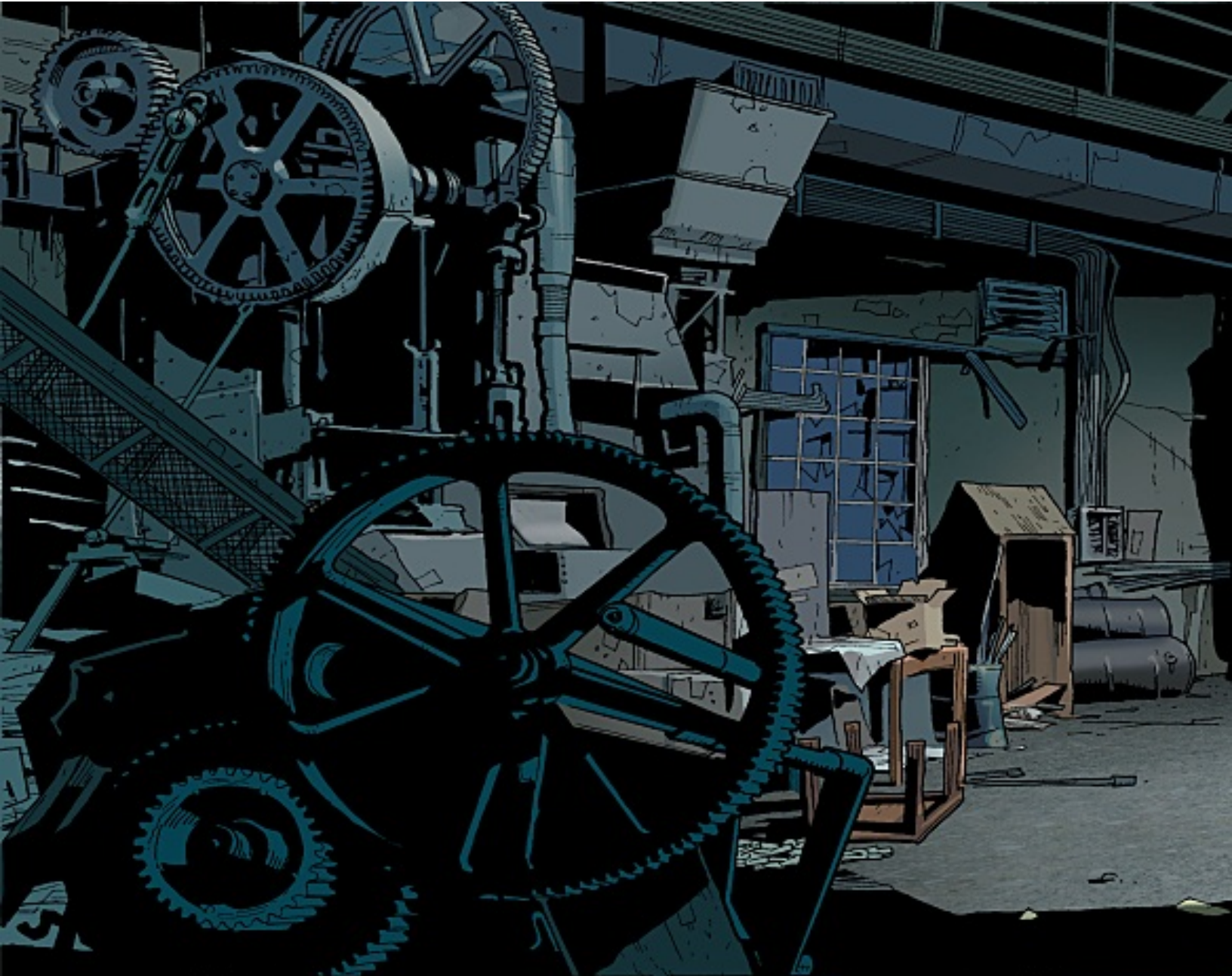
SCREEEEEEEEEEEEEEEEEEEE BOOM!!!























The way I see it, kid...

AGH!!

You owe me hundreds of thousands of dollars.

Not including-- Not including the months I've lost in and out of the joint.

Legal bills.

Hey man, AGH!! You rob banks.

What did you think was going to happen?? OW!!

What did you think the outcome was going to be??



The outcome?? The outcome is I get what is coming to me.



You got what was coming to you. That's my point.

You don't know. You don't know. I invented these.

Yeah, okay. AGH!! You invented them. So do something worthwhile with them.

Help society. Help people who need help!!



You're an idiot.

I'm an idiot?? Hey!!

You were smart enough to create those, but you're *not* smart enough to come up with anything better to do with them than rob banks??

Badly, I might add...



SHUT UP!!

CLUNG!!

AGH!!





You do this to me- **AGH!!** They will catch you!! You know that, right?

People **saw** you take me. People, the police, **know** who you are.

You want to get caught, right? That's the thing??



Wow. You know everything.

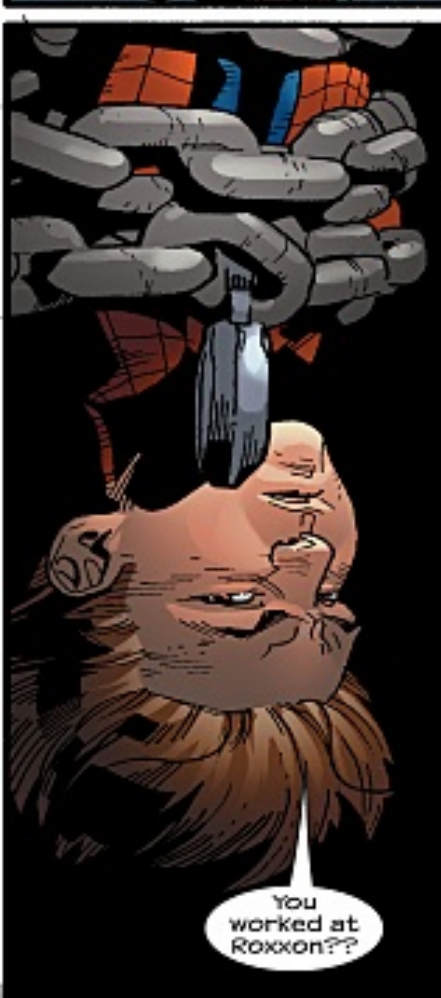
Maybe you want to get caught and you don't know it.



I want to get caught?? I want to go to jail?? Yeah!!

That's why I studied at MIT 'til my eyes bled. **That's** why I worked at Roxxon all those years and gave them **all** that I had??

Because I was trying to go to jail.



You worked at Roxxon??



For years!! That's where I invented **these**.

And I invented rotating gyro splints that could take out a tank.

I invented compound geno-cycles that could paralyze a man.

Why?

Why does Roxxon have you inventing weapons? They're a pharmaceutical company.

What do they **do** over there?

What??

I'm asking. **Seriously**. What goes on over there??



You're too young to understand.



What did they do to you?



Let me be
the one that
tells you *how*
it is!!

In the *big*
boy world...when
you grow up...

In the *adult*
world...

Rich
people screw
everyone!!

And not in
a *cliché* way...
in a truly mean,
nasty, uncaring,
inhuman way.

They- they take those who are
creative or- or imaginative, who
have a vision for the future, and
they *steal* from them and then
they destroy them.

Why?

Because they
hate those of us
who *are* creative. They
need us and they
hate us.

They hate us
because *we* are that
which they *know* they
will *never* be.

No matter how
much *money*, or how
many *babes*, or how
many *houses*...

They will *never*
have that *feeling*, that
rush, to have invented
something from nothing.

So yeah, a big company
like Roxxon hires a guy like
me to create for them and
then when they get my
best work...

Do they
reward me?
No.

They fire me.
They put me out.
They put me down.
They ruin me.



But what
are they doing?
Why are they
building--



Kid, they
RULE THE
WORLD!!!

Who do
you *think* rules
the world??

Kings??
The President??
Nick Fury?

It's
corporations.
Faceless,
power-wielding
corporations.

And
Roxxon is *one*
of them.

And you
know what??
The sad truth
of it all??

If by some
miracle of miracles
you got *rid* of
Roxxon...

...two more
would grow in
its place.



So there!!

They took
mine...I'm going to
take it back.

But you...you're
always standing in
between me and that
which I *know* I have
earned.

But you're not a
faceless corporation,
you're a dumb #@\$%
kid who *is* ruining
my life.

And now
I'm going to
do this!!!





Hhrraa!! Don't...



Don't do that.



Come on, man...



I wasn't going to.

You sure?



Agh. Okay...

My head is killing me.

Put on your mask, I'm not alone.

How did you find me?

That would be Mary Jane, investigative reporter.



OW!

It kills me to say this but she's an outstanding girlfriend.



So were you.

Whoa...

I gotcha...

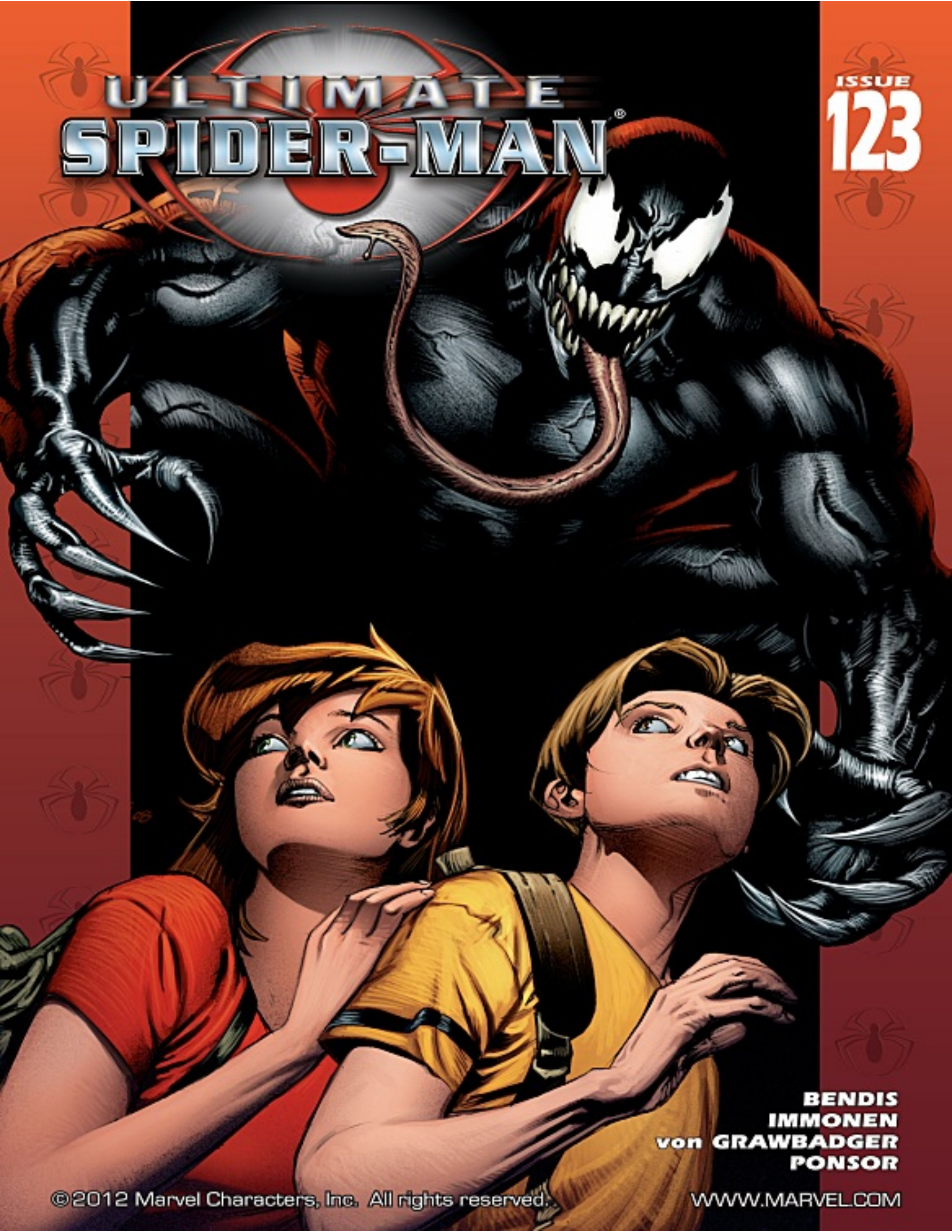


NEXT ISSUE!



ULTIMATE SPIDER-MAN®

ISSUE
123



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But that's not the end of his problems!

Some time ago, Peter was attacked by his good friend Eddie Brock, who, under the control of the dangerous organism known as Venom, has a vendetta against Spider-Man. Managing to escape Venom's assault, Peter discovered that the Venom organism was accidentally created years before by none other than Peter and Eddie's fathers. This deadly legacy has now caught up to Peter, and though he thinks Venom is gone from his life, things are about to change...

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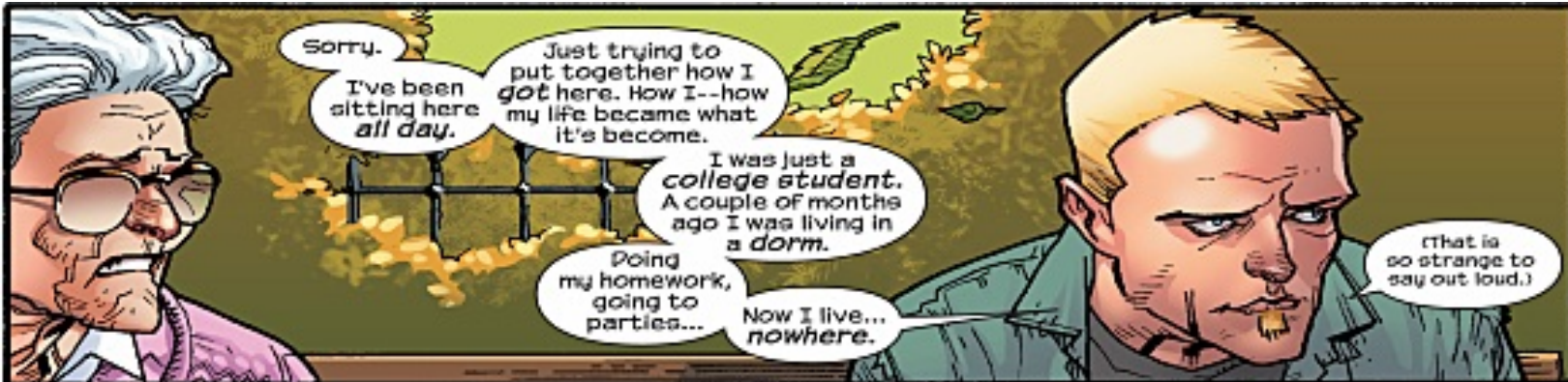
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Sorry.

I've been sitting here *all day*.

Just trying to put together how I got here. How I--how my life became what it's become.

I was just a *college student*. A couple of months ago I was living in a *dorm*.

Doing my homework, going to parties...

Now I live... *nowhere*.

(That is so strange to say out loud.)



What happened was...my dad, when I was a kid, my dad invented this-- this *thing*. This *medical miracle*.

It was supposed to be a cure for cancer but it ended up being...

I guess "*parasite*" is the best word.

It attaches to a host and it feeds.

And...it attached to *me*.

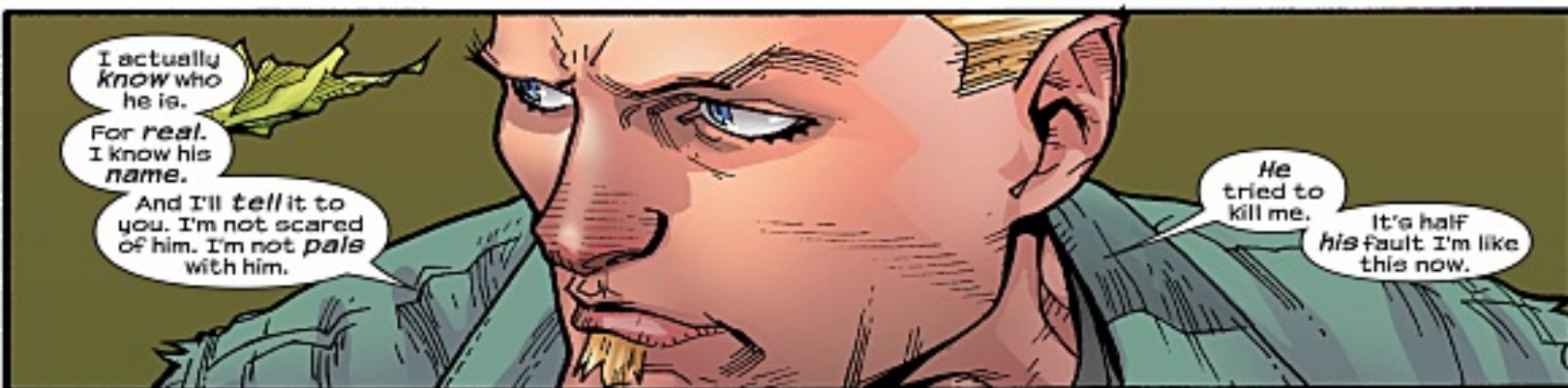


And all of a sudden I'm not *me* anymore. I'm this-- this *thing*.

This super-powered thing. And all of a sudden me and Spider-Man are throwing down.

Yeah, I got into a big fight with Spider-Man. *Me*.

It was on the news.



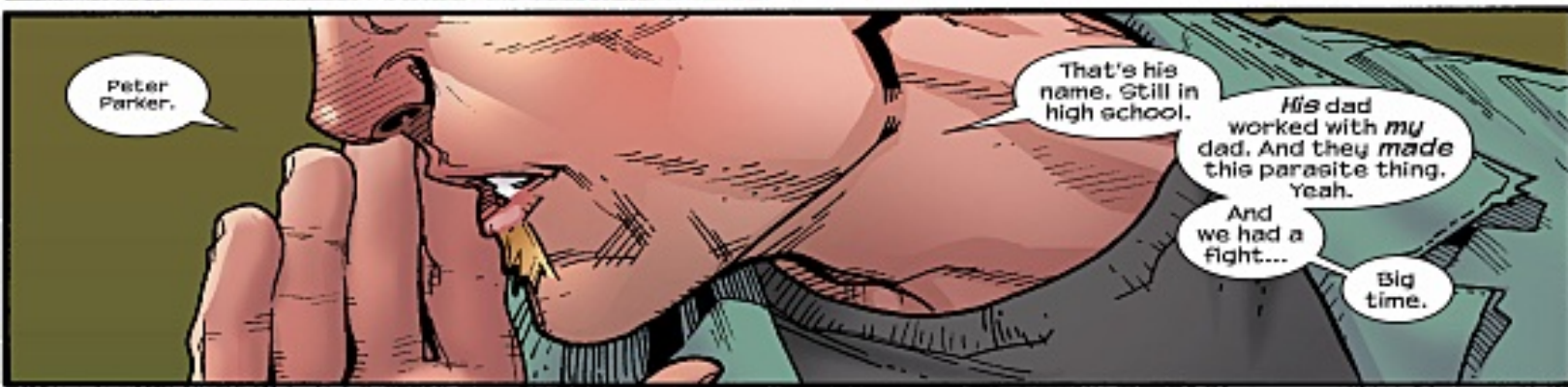
I actually *know* who he is.

For *real*. I know his *name*.

And I'll tell it to you. I'm not scared of him. I'm not *pals* with him.

He tried to kill me.

It's half *his* fault I'm like this now.



Peter Parker.

That's his name. Still in high school.

His dad worked with *my* dad. And they *made* this parasite thing. Yeah.

And we had a fight...

Big time.



"And the fight..."

"Okay..."

"It ended badly."



"I'm not sure exactly what happened."

"When I'm...him, I-I don't remember too well."

"I remember there was a flash."



"Of light."

"That I remember."



"Maybe I died."



"Maybe I'm dead. I remember the flash of light. Yeah. But then..."

"I woke up.

"Elsewhere."

Hungry.

RUSTLE

Listen,
you!!

I will
mess you
up so bad if
you even
try to--!

RUSTLE RUSTLE

Nooo!!
Nooo!!

HEEEELP!!

Mmmrrraagh!!





"It was him."

"Parker."



"There he was."

"And all of a sudden... I felt great."



"I felt-- no, see... I didn't feel anything."

"It wasn't me."



"It was him."

Where was I before we were rudely interrupted by you throwing me through a building?

Oh yeah!

CLANG

"This feeling though. It was unreal."

"This was something new."

"See, before I ever wore the suit, Peter Parker- he wore it."

"He didn't wear it for long, but he wore it."

"Did the suit, I don't know, connect to him? Does it want him more than it wants me??"

"It wanted something..."

BOOM

"Did it want to kill him or kiss him?"

"I don't know. But the army was there. The police. The news..."

"I didn't know what to do."

Oh... and you're welcome.





"What I'm talking about now is control!"

"Trying to control what has happened to me."

"Trying to control my environment..."



Move in.



"Control."

Mister Brock, can we have a word?



Hhuhnggrry!!



Well, technically that was a word.

SZZZKAAAAAAA

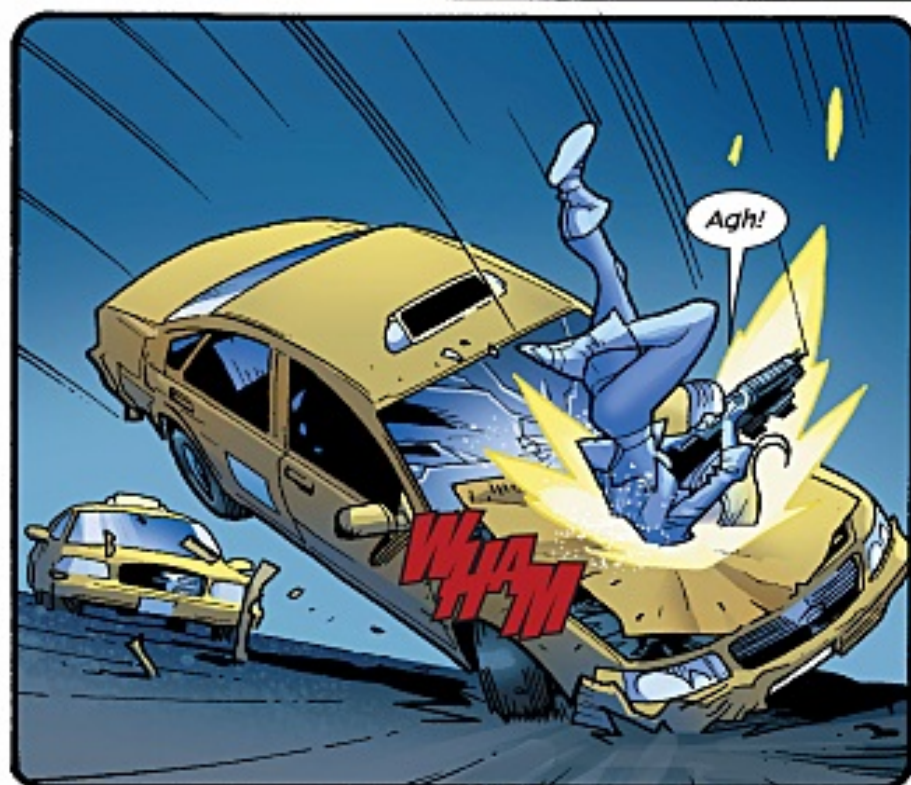
Wildpack, take 'em!!

Steak dinner for the take-down shot.

SZZKAAA





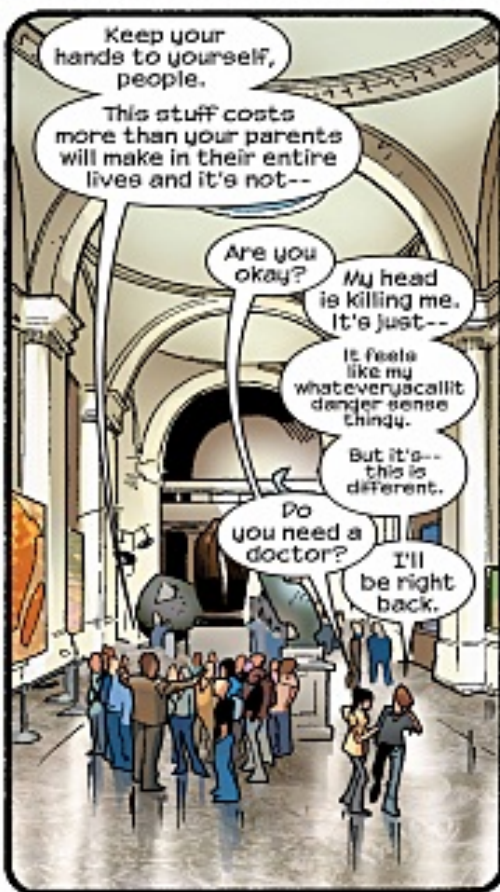




"I mean, that's-
that's probably
why I'm not that
good at it."



"But here's
the thing..."



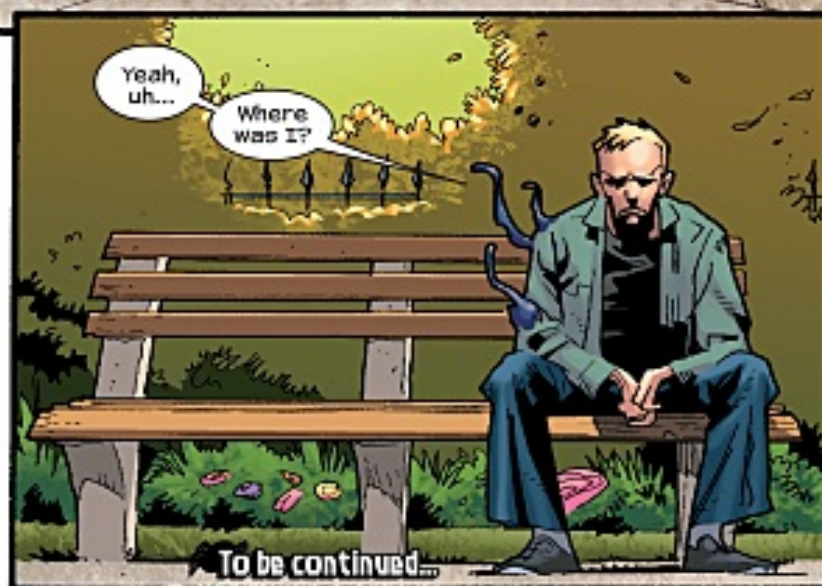












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